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Attorneys for Plaintiff
 IMAGINE, INC.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

IMAGINE, INC., a Nevada corporation,

Plaintiff,

v.

SPI/SEMICON, INC., a California corporation; SPI/SEMICON PHILS., INC., a Philippines corporation; SPI/SEMICON EUROPE GmbH, an Austrian corporation; DML, INC., a Nevada corporation; DAVID KIETZKE, an individual; LARRY KIETZKE, an individual; MICHAEL KIETZKE, an individual; and DOES 1 through 50, inclusive,

Defendants.

CASE NO.: C06-02692 SC

(Assigned for All Purposes to
 Hon. Samuel Conti)

**PLAINTIFF'S ADMINISTRATIVE
 MOTION AND ~~PROPOSED~~
 ORDER TO FILE EXHIBITS "1"
 AND "2" OF THE DECLARATION
 OF CYNTHIA SPENCER UNDER
 SEAL; DECLARATION OF AIMEE
 Y. WONG IN SUPPORT THEREOF**

[N.D. CAL. L.R. 7-11; 79-5]

[Complaint Filed: March 14, 2006]

[Removal Date: April 20, 2006]

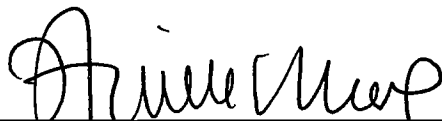
Plaintiff Imagine, Inc. hereby moves pursuant to Northern District of California Local Rules 7-11 and 79-5 for leave to file Exhibits "1" and "2" to the Declaration of Cynthia Spencer in support of the Brief of Plaintiff Imagine, Inc., re: The Reasons Why This Action Should Be Remanded to State Court under seal. Plaintiff's Brief was filed on July 7, 2006.

1 This Motion is made on the grounds that the above-referenced exhibits contain
 2 highly sensitive business, financial, and accounting information of several of the
 3 Defendant corporations. See Declaration of Aimee Y. Wong ("Wong Decl.") ¶ 2.
 4 Moreover, one or more of these documents are likely subject to a contractual
 5 confidentiality provision between Plaintiff and Defendant SPI/Semicon, Inc. as
 6 reflected in Exhibit D to the Consulting Agreement. See Wong Decl. ¶ 3.

7
 8 Plaintiff further notes that it has tailored this Motion as narrowly as possible to
 9 preserve the public interest in free and open access to the proceedings of this Court.
 10 See Wong Decl. ¶ 4. Finally, I left a voice-mail message with Paul Rice, counsel for
 11 the Defendants, discussing the substance of this Motion. See Wong Decl. ¶ 5. These
 12 documents were previously filed under seal in support of Plaintiff's Opposition to the
 13 Motion to Dismiss on or about May 18, 2006. At that time, Mr. Rice agreed that the
 14 exhibits contained the type of information that the Defendants consider confidential
 15 and which should be filed under seal. See Wong Decl. ¶ 5.

16
 17 DATED: July 7, 2006

18 WAYNE S. GRAJEWSKI
 19 AIMEE Y. WONG
 20 BROWN, WINFIELD & CANZONERI, INC.
 21 By:

22 
 23 _____
 24 Aimee Y. Wong
 25 Attorneys for Plaintiff
 26 IMAGINE, INC.
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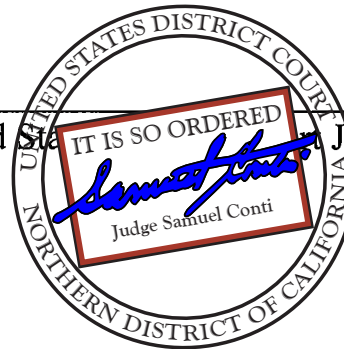
~~PROPOSED~~ ORDER

After considering Plaintiff's Administrative Motion to File Exhibits "1" and "2" to the Declaration of Cynthia Spencer Under Seal and the concurrently-filed Declaration of Aimee Y. Wong in Support Thereof:

IT IS HEREBY ORDERED that Exhibits "1" and "2" of the Declaration of Cynthia Spencer in Support of the Brief of Plaintiff re: The Reasons Why This Action Should Be Remanded to State Court shall be filed under seal.

DATED: 9/5/06

By: _____
United States District Court Judge



DECLARATION OF AIMEE Y. WONG

I, AIMEE Y. WONG, declare:

1. I am an attorney at law duly licensed to practice before all courts of the State of California, and in the United States District Court for the Northern District of California. I am an Associate with the law firm of Brown, Winfield & Canzoneri, Inc., attorneys of record herein for Plaintiff Imagine, Inc. I make this declaration in support of Plaintiff's Administrative Motion to File Exhibits "1" and "2" of the Declaration of Cynthia Spencer Under Seal. The facts set forth herein are true of my own personal knowledge, and if called upon to testify thereto, I could and would competently do so under oath.

2. The documents attached to the Declaration of Cynthia Spencer as Exhibits "1" and "2" contain sensitive business, financial and accounting information of one or more Defendant corporations.

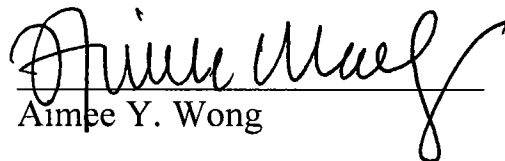
3. In addition, one or more of those documents likely fall under the ambit of the confidentiality provisions of the Consulting Agreement between Plaintiff and Defendant SPI/Semicon, Inc. Accordingly, failure to seek the Court's leave to file Exhibits "1" through "2" under seal could expose Plaintiff to liability under the Consulting Agreement.

4. In preparing this Motion, I have tailored it as narrowly as possible, in order to preserve the public interest in free and open access to the proceedings of this Court.

1 5. On July 7, 2006, at approximately 12:30 p.m., I left a voice-mail for Paul
2 Rice of Rutan & Tucker, counsel for Defendants in this matter. I informed Mr. Rice
3 of my intent to lodge Exhibits "1" and "2" to the Declaration of Cynthia Spencer with
4 this request to file under seal. These same documents have previously been filed
5 under seal when Plaintiff's filed their Opposition to the Motion to Dismiss on or about
6 May 18, 2006. At that time, Mr. Rice agreed that these documents contained
7 confidential business, financial and accounting information and the documents should
8 be filed under seal.

9
10 I declare under penalty of perjury under the laws of the State of California that
11 the foregoing is true and correct.

12
13 Executed on July 7, 2006 at Los Angeles, California.

14
15 
16 Aimee Y. Wong